

## **Rose City Park Neighborhood Association Bylaws**

### ARTICLE I: NAME OF ORGANIZATION

The name of this non-profit organization shall be ROSE CITY PARK NEIGHBORHOOD ASSOCIATION, herein referred to as the Neighborhood Association. The Rose City Park Neighborhood Association is sponsored by the Central Northeast Neighbors Coalition and is a project of the Central Northeast Neighbors Coalition.

### ARTICLE II: PURPOSE

The purposes for which the Neighborhood Association is organized are:

- a). To enhance the livability of the neighborhood and Portland by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods
- b). To work for conservation and improvement of the character of the Neighborhood Association, including both physical and other issues affecting area livability
- c). To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood
- d). To work for adoption of improved City ordinances which will benefit the neighborhood
- e). To do and perform all of the activities related to said purposes, to have and enjoy the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized under OPS Chapter 65
- f). To provide a forum for exchange of concerns and ideas between neighbors in a non-hostile environment
- g). For such other objectives as are approved by the Board of Directors, otherwise known in these bylaws as the Board, or membership.

### ARTICLE III. BOUNDARIES

The Neighborhood Association shall serve the area of northeast Portland bounded on the north by Fremont Street, on the west by 47<sup>th</sup> Avenue, on the south by the Banfield Freeway, and on the east by a line extending from Fremont Street south on 65<sup>th</sup> Avenue to the Banfield Freeway.

## ARTICLE IV. MEMBERSHIP

Section 1. Membership: Membership in the Neighborhood Association shall be open to all residents, property owners, business owners in the Neighborhood, government agencies or non-profit organizations located within the boundaries of the Neighborhood Association as defined in ARTICLE III of these bylaws.

Section 2. Voting: All members as defined above, who live in residences and are eighteen (18) years of age or older, shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business, government agency or nonprofit organization located within the boundaries shall have one vote per each physical address.

### Section 3. Privileges and Duties

The privileges and duties of membership shall be:

- a). To participate in a civil manner in all business conducted by the Association
- b). To attend any and all meetings and to speak from the floor on any issue which is being considered by the Neighborhood Association
- c). To vote on all motions placed before the general membership at regular or special meetings, participate in the election of officers, and run for any office of the Neighborhood Association.

## ARTICLE V. FINANCIAL SUPPORT

There shall be no dues or other requirements imposed which would in any way prevent any person who meets the description in ARTICLE IV from becoming or remaining a member of this Neighborhood Association. Voluntary contributions will be accepted and the Board may authorize fund raising.

## ARTICLE VI. MEMBERSHIP MEETINGS

Section 1. General Membership Meetings: There shall be at least three (3) general membership meetings each year, the dates to be decided by the Board. Notification shall be made by mail, notice in local newspaper, e-mail, newsletters delivered to homes and businesses, posted notices, telephone calls or any other appropriate means of communication to reach a majority of members. Notification of general meetings will be made at least Seven (7) days prior to the meeting date.

Section 2. Special Membership Meetings: Special meetings of the membership may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, notice in local newspaper, e-mail, posted notices, telephone calls, notices delivered to homes and businesses, or any other appropriate means of communication apt to reach a majority of the members. Notification of special meetings will be made at least seven (7) days prior to the meeting date.

Section 3. Agenda: Subject to the approval of the Board, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by (a) submitting the item in writing to the Chairperson at least seven (7) days in advance of the meeting or (b) making a motion to the Board to add an item to the general or special agendas at those respective meetings. Adoption of the motion requires a second and majority vote.

Section 4. Quorum: Twenty (20) members at any general or special meeting of the Neighborhood Association shall constitute a quorum. Unless otherwise specified in the bylaws, decisions of the Neighborhood Association shall be made by a majority vote of those members present at any meeting.

Section 5. Participation: Any general, special, Board or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority views.

Section 6. Procedures: Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

## ARTICLE VII. BOARD OR DIRECTORS or BOARD

Section 1. Number of Board Members: The Board shall determine the exact numbers of Board positions. There shall be at least 11 and no more than 25 Board Members.

Section 2. Eligibility for Board: Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Section 3. Terms of Office: Terms of office are one year.

Section 4. Board Vacancies: The Board may fill any vacancy on the Board or committee by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his/her successor is elected.

Section 5. Election of Board Members: Board members shall be elected annually by a vote of the membership at the spring meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the Neighborhood Association. Election requires a majority vote of the membership present. Any member may run for any vacant office simply by declaring her/his intention.

Section 6. Election of Officers: Officers shall be elected at the spring general meeting. By majority vote a Chairperson, Vice Chair, Secretary and Treasurer shall be elected. The remaining Board members shall be elected as members-at-large.

Section 7. Duties of the Board: The Board shall have the following responsibilities and powers:

- a). Manage the daily affairs of the Neighborhood Association
- b). Make decisions and represent the interests of the Neighborhood Association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting
- c). Appoint committees to perform necessary functions and represent the Neighborhood Association on specified topics.

Section 8. Duties of the Board of Directors Officers

- a). Chairperson: The Chairperson shall preside at all Board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chairperson shall serve as an ex-officio member of all committees. The Chairperson shall represent the position of the Board and the interests of the Neighborhood Association.
- b). Vice Chairperson: The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and as authorized by the bylaws or regulations of the Board.
- c). Secretary: The Secretary shall record and maintain minutes of membership and Board meetings, assist the Chairperson with correspondence and maintain the non-financial files of the Neighborhood Association. The Secretary will maintain a list of Board members.
- d). Treasurer: The Treasurer shall have charge of all funds belonging to the Neighborhood Association and shall receive, deposit and disburse funds for the Neighborhood Association in a bank or financial institution in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the board. The Treasurer shall prepare a fiscal year budget, showing sources and uses of funds, which will be approved by the Board and by the Executive Director of Central Northeast Neighbors (CNN) Coalition. Each of three people shall have the authority to sign checks for the Neighborhood Association: the Neighborhood Association Treasurer, the Neighborhood Association Chairperson, and an authorized representative of the Central Northeast Neighbors Coalition, who shall be appointed by the Executive Director of the Central Northeast Neighbors Coalition.

e). Neighborhood Association delegates to the Central Northeast Neighbors Coalition Board shall be appointed by the Chairperson and approved with a majority vote of the Board.

#### Section 9. Board of Directors Meetings

a). Board Meetings are held at least four (4) times per year, usually on months when there is no General Meeting, with the attendance of the Board and interested members. The Chairperson chairs these meetings.

b). Special Board meetings may be called by the Chairperson by giving notice to each officer and Board member of the time, place and items to be discussed or acted upon at least three (3) calendar days before the special meeting. A special meeting shall not be called unless insufficient time is available to consider a pertinent matter at the regular Board Meeting.

c). A quorum consists of a majority of the currently elected Board members.

d). The Board shall be notified not less than three (3) days preceding any Board meeting. Notification shall be by mail, e-mail, or telephone calls to all Board members and any media apt to reach a majority of the Board.

Section 10. Powers of the Board: The Board shall be responsible for all business coming before the Neighborhood Association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 11. Termination for non-attendance: Any member of the Board who misses three (3) consecutive meetings without a valid excuse may be deemed to have vacated her/his office. Any member who misses five (5) consecutive meetings even though with a valid excuse, will be contacted to determine her/his continuing interest.

#### ARTICLE VIII. COMMITTEES:

There may be standing committees as designated by the Board and special committees as may be established by the Chairperson. Committees should have at least one (1) Board member on them.

#### ARTICLE IX. CONFLICT OF INTEREST PROCEDURES:

A transaction in which a Board member may have a direct or indirect conflict of interest may be approved by a vote of the Board if, in advance of the vote by the Board, all material facts of the transaction and the Board member's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the

affirmative vote of the majority of the Board members who have no direct or indirect interest in the transaction. A single Board member may not authorize a transaction. If a majority of the Board members who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction and a quorum is present, the transaction is approved. The presence of, or vote cast, by a Board member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Board member with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

#### ARTICLE X. GRIEVANCE PROCEDURES:

Section 1. Eligibility to Grieve: Any person or group who objects to a procedural violation of these bylaws may file a complaint in writing with the Board in a timely manner but no longer than forty-five (45) days following the incident. The Board shall resolve the complaint or take appropriate action and advises the Complainant of the outcome.

Section 2. Complaint Receipt: Within sixty (60) days of receipt of the complaint, the Board shall arrange with the petitioner for a mutually acceptable place, day and hour for a review of the complaint, and will, in writing, recommend a resolution of the grievance to the Complainant.

Section 3. Final Resolution: The Board shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the Complainant, Board and membership. If the Board and the Complainant cannot reach agreement, final resolution of the complaint shall be by vote of the majority of the membership at a general or special meeting. Parties involved are encouraged to request assistance from Resolutions Northwest, or other locally administered mediation services, or its successor.

#### ARTICLE XI. PROCEDURE FOR CONSIDERATION OF PROPOSALS:

Section 1. Submission of Proposals: Any person or group, inside or outside the boundaries of the Neighborhood Association, may propose, in writing, items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

Section 2. Notification: The Proponent and members directly affected by such proposal shall be notified in writing of the place, day and time the proposal shall be reviewed not less than seven (7) days in advance.

Section 3. Attendance: The Proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

Section 4. Dissemination: The Neighborhood Association shall submit recommendations and dissenting views as recorded from the meeting to the Proponent and other appropriate parties.

ARTICLE XII. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

The Neighborhood Association shall abide by all the requirements relative to public meetings and public records as outlined in the ONI Standards effective August 13, 2005. Official action(s) taken by the Neighborhood Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of vote(s) taken. A summary of dissenting views should be transmitted along with any recommendation made by the Neighborhood Association to the City. Official records will be kept on file at the Central Northeast Neighbors Coalition office.

ARTICLE XIII. NONDISCRIMINATION:

The Neighborhood Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income or political affiliation in any of its policies, recommendations or actions.

ARTICLE XIV. ADOPTION AND AMENDMENTS OF BYLAWS:

These bylaws may be amended by a two-thirds (2/3) vote of the members present at any regular meeting of the Neighborhood Association provided that notice of the proposed amendment shall have been read at the previous regular meeting, and the membership is notified of the intent to amend the bylaws in writing by mail, notice in local newspaper, e-mail, the Neighborhood Association newsletter or other distribution, at least seven (7) days in advance of the meeting.

Approved at General Membership Meeting May 23, 2006

Amended Article 1 and Article VII, Section 8, Paragraph (d) at General Membership Meeting January 24, 2012